

EXHIBIT 3

FILED UNDER SEAL

1 UNITED STATES DISTRICT COURT
2 FOR THE NORTHERN DISTRICT OF CALIFORNIA
3 SONOS, INC.,
4 Plaintiff,
5 vs. Case No. 3:21-CV-07559-WHA
6 GOOGLE LLC,
7 Defendant.

8 -AND-

9
10 GOOGLE LLC,
11 Plaintiff,
12 vs. Case No. 3:20-CV-06754-WHA
13 SONOS, INC.,
14 Defendant.

15 **HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY**
16 **SOURCE CODE CONFIDENTIAL**

17 ZOOM DEPOSITION OF SONOS 30(b)(6) & INDIVIDUALLY
18 NICK MILLINGTON

19 (Reported Remotely via Video & Web Videoconference)

20 Santa Barbara, California (Deponent's location)

21 Wednesday, June 29, 2022

22 STENOGRAPHICALLY REPORTED BY:
23 REBECCA L. ROMANO, RPR, CSR, CCR
24 California CSR No. 12546
25 Nevada CCR No. 827
Oregon CSR No. 20-0466
Washington CCR No. 3491
JOB NO. 5304920
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1 fair? 02:46:42	1 Q. There's a paragraph right below where it 02:50:43
2 A. Yeah, they could use the Sonos app on	2 says "What is a music queue," where music queues
3 their iPhone to control a play in pause state and	3 are described.
4 volume on the S5.	4 Can you take a second and read that to
5 Q. And the user could use their phone with 02:46:56	5 yourself? 02:50:51
6 online music services to play music on their Sonos	6 A. Sure.
7 S5 from those music services, right?	7 Okay. I've read that paragraph.
8 A. I think that -- in the scenario you were	8 Q. Does that fairly describe how music
9 describing, the phone behaves very similarly to	9 queues were used in the Sonos controller for Mac or
10 the iPad that we just spent the last 20 minutes 02:47:19	10 PC? 02:51:35
11 discussing.	11 MS. BRODY: Objection to form.
12 Q. And I think what you mean by that is the	12 THE DEPONENT: There's a few -- so --
13 S5 would reach out and grab music directly from	13 so -- so this is talking about, you know, from the
14 those music services, as opposed to playing them	14 end user's perspective, you know, a Sonos end user
15 on the -- on the phone itself, right? 02:47:38	15 feature which was labeled queue. And generally -- 02:52:11
16 MS. BRODY: Objection to form.	16 generally speaking, that was a -- that was a end
17 THE DEPONENT: Yeah, so -- so	17 user feature where the -- the user could -- could
18 basically the -- like we were talking about before,	18 essentially put tracks in there to play.
19 the -- the Sonos app for the iPhone is a remote	19 The -- I -- I -- I -- the -- the -- I --
20 control app that can instruct the Sonos player to 02:47:50	20 the -- one of the things I'm stumbling on in this 02:52:33
21 go and connect to Internet-based music services and	21 paragraph is it says "You can create a different
22 retrieve music, as well as music that might be	22 music queue for each zone in your house."
23 stored on PCs or Macs on the user's own network.	23 You know, the way -- the way that I would
24 (Exhibit 1081 was marked for	24 characterize it is -- is, remember how we were
25 identification by the court reporter and is 02:48:08	25 talking before about group -- group coordinators. 02:52:45
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1 attached hereto.) 02:48:08	1 Basically, the group coordinator has a queue of 02:52:48
2 MR. KAPLAN: Okay. I'm introducing	2 songs that the -- the group will play, that a -- is
3 another exhibit, which should be 1081. You should	3 the, you know, essentially implements this end user
4 have it shortly.	4 feature.
5 THE DEPONENT: Okay. It's just 02:48:54	5 And so I'm -- I -- I'm not sure that I 02:53:03
6 downloading.	6 would say the user is really involved in creation
7 Q. (By Mr. Kaplan) Okay.	7 of the -- of the queue, you know, as defined by it
8 A. Okay. I have that Exhibit 1081 open on	8 didn't exist before and now it does.
9 my desktop.	9 But -- but certainly the user is -- is
10 Q. So if you turn to page 2, it says "Sonos 02:49:25	10 involved with putting tracks in there. So -- 02:53:18
11 Controller for Mac or PC Product Guide."	11 that -- that would be sort of my -- my -- that's
12 Do you see that?	12 what gives me the hunch that this is more intended
13 A. Yes, I do.	13 as kind of an end user explanation of how to use
14 Q. Are you familiar with this document?	14 the product than a technical description of exactly
15 A. I can't recall ever reading this 02:49:53	15 how it works. 02:53:35
16 document, but I don't have any reason to doubt that	16 Q. (By Mr. Kaplan) Is there anything else
17 it's a Sonos document.	17 in this paragraph that you think might not be --
18 Q. Okay. Could you turn to page 44 of this	18 might not be accurate?
19 document?	19 MS. BRODY: Objection to form.
20 A. Yup. I'm on page 44. 02:50:20	20 THE DEPONENT: As we talked about before, 02:53:57
21 Q. Okay. And do you see in this first full	21 there are -- there are track-oriented music sources
22 paragraph it's talking about "What is a music	22 like albums and things like that. And then there
23 queue?"	23 are things like, you know, Internet radio and
24 Do you see that?	24 Pandora and -- and things like that. And,
25 A. Yes, I do. 02:50:36	25 you know, the -- the -- those -- those were 02:54:17
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<p>1 X dash file dash CIFs again and again and again, 03:01:29</p> <p>2 you know, you -- you'd end up wasting a lot of -- a</p> <p>3 lot of memory. And so we actually had an encoding</p> <p>4 scheme that would effectively somehow -- somehow</p> <p>5 shorten those. 03:01:47</p> <p>6 So -- so -- so that the -- sort of the</p> <p>7 answer to your question is -- is neither. It was</p> <p>8 kind of an encoding of those rather verbose,</p> <p>9 you know -- you know, names to avoid using up all</p> <p>10 of the RAM on the player by storing the same string 03:02:04</p> <p>11 like X dash file dash CIFs colon, backslash,</p> <p>12 backslash, Nick's PC, again and again and again,</p> <p>13 when you might have hundreds of tracks from Nick's</p> <p>14 PC.</p> <p>15 Do -- do you see what I mean? 03:02:19</p> <p>16 Q. Sure.</p> <p>17 You could hash part of the -- part of</p> <p>18 the -- the directory name and shorten it up.</p> <p>19 A. Yeah. I think the -- again, this is</p> <p>20 like -- I haven't thought about this in close to 03:02:29</p> <p>21 20 years.</p> <p>22 But as I recall, there -- there was</p> <p>23 something called prefix cache that kind of handled</p> <p>24 this.</p> <p>25 Q. Was that a function, prefix cache? 03:02:45</p> <p style="text-align: right;">Page 150</p>	<p>1 A. I think it depended on the implementation 03:04:28</p> <p>2 details of the different music services.</p> <p>3 Q. Were there any music services that you</p> <p>4 can think of where the Sonos S5 player would access</p> <p>5 content directly from the music services cloud? 03:04:42</p> <p>6 A. Yes. I think the -- I think the --</p> <p>7 the -- the Rhapsody implementation was just a</p> <p>8 transaction between the S5 and Rhapsody's servers.</p> <p>9 Q. Did the Rhapsody implementation use a</p> <p>10 cloud queue? 03:05:27</p> <p>11 MS. BRODY: Objection to form. And</p> <p>12 outside the scope.</p> <p>13 THE DEPONENT: There have been multiple</p> <p>14 implementations of Rhapsody in our system,</p> <p>15 including, I think, at some point Napster actually 03:05:38</p> <p>16 acquired Rhapsody. And so there's at least three</p> <p>17 implementations that I'm dimly aware of, one of</p> <p>18 which involved a PC app. Another which involved</p> <p>19 services of real networks. And a third that</p> <p>20 involved Napster. 03:05:55</p> <p>21 And I just -- like I'd be tying myself in</p> <p>22 knots trying to guess which one worked in -- worked</p> <p>23 in different -- different ways. In fact, I'm --</p> <p>24 I'm not even super confident in my -- in my</p> <p>25 original answer about Rhapsody. 03:06:10</p> <p style="text-align: right;">Page 152</p>
<p>1 A. It was a piece of code. 03:02:46</p> <p>2 Q. Would the Sonos S5 reach out directly to</p> <p>3 the cloud to stream music or would it go through a</p> <p>4 Sonos server?</p> <p>5 A. It -- when you say -- so -- so your 03:03:17</p> <p>6 question was, would it reach out to the cloud</p> <p>7 directly or would it go through a Sonos server?</p> <p>8 Is that question intended to limit the</p> <p>9 Sonos server to something that is not in the cloud</p> <p>10 or -- you know, in your question, could the Sonos 03:03:30</p> <p>11 server itself be in the cloud?</p> <p>12 Q. I wasn't trying to draw the distinction</p> <p>13 that you've identified. Essentially, my</p> <p>14 understanding is that you would have music services</p> <p>15 which operate in the cloud. 03:03:49</p> <p>16 And what I was trying to get at with my</p> <p>17 question was whether the Sonos S5 would reach out</p> <p>18 directly to the music service in the cloud or would</p> <p>19 it have to pass through Sonos server which may be</p> <p>20 in its own cloud or another cloud. So let me try 03:04:05</p> <p>21 to ask a cleaner question.</p> <p>22 A. Sure.</p> <p>23 Q. Would the Sonos S5 player go directly to</p> <p>24 the music services cloud to access music content</p> <p>25 for streaming? 03:04:23</p> <p style="text-align: right;">Page 151</p>	<p>1 So could -- can you maybe try asking the 03:06:12</p> <p>2 question again.</p> <p>3 Q. (By Mr. Kaplan) Sure. And let me be</p> <p>4 more specific to help you.</p> <p>5 A. Okay. 03:06:23</p> <p>6 Q. The question is, in the June 2010 time</p> <p>7 frame, where we were looking at the Sonos iPad</p> <p>8 app, which was in that article, when a user would</p> <p>9 use Rhapsody in that instance, would the user be</p> <p>10 accessing a cloud queue for his or her music 03:06:53</p> <p>11 selections?</p> <p>12 MS. BRODY: Objection to form. And</p> <p>13 outside the scope.</p> <p>14 THE DEPONENT: So remember -- remember</p> <p>15 before how we were looking at that screenshot of 03:07:07</p> <p>16 the Sonos iPad app and the center column was a</p> <p>17 queue. The -- the -- the tracks in that queue in</p> <p>18 the 2010 Rhapsody implementation that -- that --</p> <p>19 that the -- basically, the list of pointers off to</p> <p>20 those tracks on Rhapsody's service were all stored 03:07:30</p> <p>21 in memory on the Sonos player.</p> <p>22 Q. (By Mr. Kaplan) Was there a separate</p> <p>23 queue external to the Sonos player?</p> <p>24 MS. BRODY: Objection to form.</p> <p>25 THE DEPONENT: On the earth? I mean, 03:08:04</p> <p style="text-align: right;">Page 153</p>

<p>1 coverage of that, given my known weakness in dates. 03:36:01</p> <p>2 Q. So the interrogatory is 350 pages. So</p> <p>3 you can look at it if you need to. But I'll</p> <p>4 withdraw the question about the date, understanding</p> <p>5 that -- that that's been difficult to answer. 03:36:22</p> <p>6 A. Okay. Sorry.</p> <p>7 Q. Are you aware that Sonos reached out to</p> <p>8 Google after the Chromecast launch that Google made</p> <p>9 because Sonos was interested in having similar</p> <p>10 functionality be available on its speakers and not 03:36:41</p> <p>11 just on Chromecast?</p> <p>12 MS. BRODY: Objection to form.</p> <p>13 THE DEPONENT: The -- the way -- the way</p> <p>14 that I actually remember it is that we had a -- we</p> <p>15 had a conversation going with the Play Music team, 03:36:56</p> <p>16 possibly within the -- within the -- the Android</p> <p>17 group or -- I don't -- I'm not sure where that</p> <p>18 reported within Google.</p> <p>19 But I -- I think that that conversation</p> <p>20 predated -- maybe not by much -- but it did predate 03:37:16</p> <p>21 the public announcement or any disclosure to us</p> <p>22 of -- of Chromecast and Cast.</p> <p>23 Q. (By Mr. Kaplan) You worked with</p> <p>24 individuals at Google on the collaboration, right?</p> <p>25 MS. BRODY: Objection to form. 03:37:49</p> <p style="text-align: right;">Page 170</p>	<p>1 Q. Okay. Do you recall something called a 03:39:46</p> <p>2 beer test that you discussed with Google?</p> <p>3 A. We've been using the term beer test</p> <p>4 internally at Sonos for -- for some time. It</p> <p>5 wouldn't surprise me if we colloquially discussed 03:40:07</p> <p>6 it with Google. I don't remember specifically.</p> <p>7 Q. What was the beer test?</p> <p>8 A. So the idea behind the beer test was to</p> <p>9 provide a simple metaphor for why it's important</p> <p>10 for speakers to, you know, source their music not 03:40:32</p> <p>11 from the phone, but from somewhere else other than</p> <p>12 the phone.</p> <p>13 So the idea behind the beer test was,</p> <p>14 what if you started some music playing on your</p> <p>15 speaker and then you, you know, left the party to 03:40:47</p> <p>16 go to 7-Eleven to get another case of beer, would</p> <p>17 the music stop.</p> <p>18 And to this day, solutions like Bluetooth</p> <p>19 or Apple AirPlay fail the beer test because the</p> <p>20 phone plays the sort of pivotal role in providing 03:41:10</p> <p>21 the music to the speakers to play. And we thought</p> <p>22 that that was a -- a undesirable limitation.</p> <p>23 Q. Was -- well, did Sonos end up resolving</p> <p>24 the beer test limitation?</p> <p>25 A. Well -- 03:41:43</p> <p style="text-align: right;">Page 172</p>
<p>1 THE DEPONENT: So which collaboration are 03:37:53</p> <p>2 you referring to and in what time frame?</p> <p>3 Q. (By Mr. Kaplan) The Google Play Music</p> <p>4 collaboration in 2013.</p> <p>5 A. I was -- I attended a few meeting, as I 03:38:07</p> <p>6 recall, with the Play Music team in that time</p> <p>7 frame.</p> <p>8 Q. Do you recall who you met with?</p> <p>9 A. So I think that there -- there were --</p> <p>10 there were a -- there were a few Google personnel 03:38:29</p> <p>11 who were -- who were involved. And the -- the --</p> <p>12 the people that I remember -- there was a gentleman</p> <p>13 called Chris Yerga, who was responsible for play.</p> <p>14 There was a gentleman called Hugo Barra,</p> <p>15 who was responsible for product management for 03:38:56</p> <p>16 Androids.</p> <p>17 There was a gentleman called -- I</p> <p>18 think -- I want to say -- I'm not -- I don't</p> <p>19 remember his first name, but his last name was</p> <p>20 Burke, B-U-R-K-E, who was a system architect in the 03:39:15</p> <p>21 Android team.</p> <p>22 And those are the people, sitting here</p> <p>23 today, who are or were Google employees in that</p> <p>24 time frame, who I remember communicating with in</p> <p>25 connection with this collaboration. 03:39:40</p> <p style="text-align: right;">Page 171</p>	<p>1 MS. BRODY: Objection. Outside the 03:41:47</p> <p>2 scope.</p> <p>3 THE DEPONENT: I mean, Sonos -- Sonos'</p> <p>4 own products have passed the beer test since 2005</p> <p>5 because the Sonos app is not the source of the 03:41:56</p> <p>6 music.</p> <p>7 (Exhibit 1112 was marked for</p> <p>8 identification by the court reporter and is</p> <p>9 attached hereto.)</p> <p>10 MR. KAPLAN: Okay. So I've introduced an 03:42:19</p> <p>11 exhibit, which is Exhibit 1112.</p> <p>12 (Court Reporter initiates discussion off</p> <p>13 the stenographic record.)</p> <p>14 MR. KAPLAN: It's Bates-numbered</p> <p>15 GOOG-SONOSWDTX-53819. 03:42:48</p> <p>16 Q. (By Mr. Kaplan) Can you let me know when</p> <p>17 you have it up?</p> <p>18 A. Yeah. I'm downloading it right now.</p> <p>19 Q. Is it -- is it up yet?</p> <p>20 A. Yes, I have the -- I have the email open. 03:43:50</p> <p>21 Q. Okay. Do you see that this is an email</p> <p>22 from -- at least the most recent email is an email</p> <p>23 from Dave Burke to you, and its subject line "Sonos</p> <p>24 & Google Play Music."</p> <p>25 Do you see that? 03:44:05</p> <p style="text-align: right;">Page 173</p>